



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Miami International Athletic Ski and Sports Club

**DOCUMENT NUMBER:** N05000006669

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lydia Reid  
(Name of Contact Person)

Miami International Athletic Ski and Sports Club  
(Firm/ Company)

5720 S.W. 195 Ter  
(Address)

Southwest Ranches, FL 33332  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Lydia Reid at ( 954 ) 775-5013  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

2007 NOV 19 PM 2:57

Miami International Athletic Ski and Sports Club *Incorporated*

(Name of corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N05000006669

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may **not** be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II Principal Office, Added (5720 S.W. 195 Ter Southwest Ranches, FL 33332)

Article III Pupose, Added (Please see Attached bylaws)


Article IV Manner of Election, Added (Please see Attached bylaws)

The date of adoption of the amendment(s) was: May 6, 2006

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s)      **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature   
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Lydia Reid  
(Typed or printed name of person signing)

President / Founder  
(Title of person signing)

**FILING FEE: \$35**

**MIAMI INTERNATIONAL ATHLETIC SKI AND SPORTS CLUB INCORPORATED  
Miami, FL**

**BYLAWS**

**ARTICLE I**

**Name, Purpose, Powers, and Dissolution**

- Section I            Name. The name of this non-profit Corporation Shall be "Miami International Athletic Ski and Sports Club, Incorporated
- Section II           Purpose. The organization is organized exclusively for charitable purposes under section 501 ( c ) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of this non-profit Corporation Shall be:
- a. To foster national and international amateur athletic winter sports among minorities as defined by civil rights act of 1964.
  - b. To develop educational programs among minority children which will stimulate and implement a competitive and sportsmanlike attitude and conduct in regards to winter sports and other amateur athletic sports .
  - c. To develop an amateur athletic youth program, and provide grants/scholarship funds for an alternative experience among minority children.
  - d. To bring together collectively, as a non-profit corporate body, other organizations, sincerely interested in similar goals as Miami International Athletic Ski and Sports Club, Incorporated through community involvement, group participation, and educational enhancement.
- Section III           a. The powers of this non-profit Corporation shall be those stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the "Florida Not For Profit Corporation Act" or any successor legislation.
- b. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee,

officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

- c. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

Section IV      The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under Internal Revenue Code section 501 (c) (3) or corresponding section of any future federal tax code.

Upon the dissolution of this organization, assets will be distributed for one or more exempt purposes within the meaning of Internal Revenue Code section 501 (c) (3), or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government for a public purpose.

**ARTICLE II**  
**Offices and Agency**

Section I      The principal office of Florida non-profit Corporation will be located at such place as the Executive Board from time-to-time designates by resolution.

Section II      The address of the registered office will be identical with the office of the Registered Agent of this Corporation. Such office will be continuously maintained within the State of Florida for the duration of this Corporation. The Executive Board may from time-to-time change the address of its registered office by duly-adopted resolution and submission of the appropriate statement to the Florida Department of State.

Section III      The Registered Agent of the Corporation may be either an individual, resident of the State of Florida or a domestic corporation, authorized to act as such agent. Such an agent will be continuously maintained by this non- profit Corporation in the State of Florida.

**ARTICLE III  
Membership**

Section I            Membership in this non-profit Corporation shall be open to any person regardless of race, color, creed, or national origin who is interested in winter and summer sports, and is willing to support the purposes of the “Miami International Athletic Ski and Sports Club Incorporated” and has paid the prescribed annual dues.

Section II           Prospective memberships shall be submitted to the Membership Committee

Section III          Membership may be terminated in the event of any act or acts that may bring discredit to the organization. Such termination shall be decided by a majority vote of the Executive Board.

Section IV          The Executive Board will recommend to the membership the specific amount of dues to be paid for the coming year. Annual dues will cover the fiscal year, July 1<sup>st</sup> to June 30<sup>th</sup>.

Section V           Voting at all meetings shall be as follows:

- a. Routine business – vote upon routine business may be taken by voice vote or show of hands.
- b. Elections – votes upon the election of officials shall be taken by a secret ballot.
- c. Right to vote - only active members shall have voting rights. (Please Note: The term “Active Member” is interchangeable and defined as a “Member” in good financial standing).

Section VI          Active Members  
                         Family Membership  
                         Individual Membership  
Non-Voting Members  
                         Youth Membership

Section VI          Proxies

At all meetings of the Miami International Athletic Ski and Sports Club Incorporated, each member eligible to vote shall be entitled to cast one (1) vote, take any action and be present in person or by written proxy. A written proxy must be given by a voting member to the secretary, member, of the Executive Board or to another active voting member. The written proxy shall specify whether it is for the entire meeting of the members or only a part of such meeting or the agenda thereof.

Section VII            It is required that you be a member in good financial standing in order to participate in all Miami International Athletic Ski and Sports Club Incorporated activities and/or functions unless otherwise stated in the announcement or on the flyer of information about the activity (function).

**ARTICLE IV  
Officers**

Section I            Officers and their duties:

a.     President

The Chief Executive Officer of this Corporation shall be the President. It shall be the duty of the President to preside at all business meetings, appoint committees as deemed necessary, appoint and remove an Executive Board Member-at-Large, define their duties, and serve as ex-officio member of all committees.

b.     1<sup>st</sup> Vice President

It shall be the duty of the 1<sup>st</sup> Vice President to preside at all business meetings in the absence of the President. The 1<sup>st</sup> Vice president shall also be the Chairperson of the Executive Board.

c.     Recording Secretary

It shall be the duty of the Recording Secretary to record the business proceedings of all business meeting and to keep a permanent record of all said proceedings.

d.     Correspondence Secretary

It shall be duty of the Correspondence Secretary to have charge of all club mailing and to keep the current membership list.

e.     Treasurer

It shall be the duty of the Treasure to deposit and disburse all club monies, make a monthly written financial statement and a written annual financial report. The treasure shall also maintain a checking account in the name of the club at a Federally Insured bank.



f. Financial Secretary

It shall be the duty of the Financial Secretary to maintain a record of all financial transactions and issue receipts or warrants for appropriate action by the Treasure.

g. Trip Chairperson

It shall be the duty of the Trip Chairperson and the Trip Committee to coordinate trips for the coming winter and summer seasons.

h. Executive Board Member-at-Large

1. An Executive Board Member-at-Large is a member appointed to serve on the Executive Board by the President, as deemed necessary for a specific period. No more than three (3) voting members can be appointed by the President, one of which shall have held office in the club at least one term and know the operating procedures of the Club.
2. It Shall be the duty of the Executive board Member-at-Large to attend Executive Board meeting as called by the President and/or as outlined in the By-Laws of the Club.

Section II Election of Officers

- a. Elections shall be held every two years and officers shall be elected at least 30 days prior to the end of the current fiscal year as established in the By-Laws, Article III, Section IV.
- b. All officers will take office at the beginning of the fiscal year.
- c. Special elections shall be conducted in the same manner as regular elections. Special elections shall be held to insure the smooth operation of the ski and sports club as deemed necessary by the Executive Board.

Section III Term of Office

- a. The term of office for each officer shall be two (2) years.
- b. No officer shall serve in the same office more than two (2) consecutive elected terms
- c. Any officer not performing their necessary duties is subject to removal by a two-thirds vote of the Executive Board.

- d. Three (3) unexcused absences from Board meeting shall constitute the automatic removal of any officer or Board Member. The question of whether an absence is excused or unexcused shall be determined by the Board.

**ARTICLE V**  
**Executive Board and Committees**

Section I           The Executive Board and Executive Committee shall have and may exercise all the powers and duties of the ski and sports club between meetings of the membership.

Section II           The Executive Board shall consist of all elected officers, Executive Board Members-at-Large, and the immediate past president to whom the newly elected President is a successor.

Section III           The Executive Board shall meet at least once a month during the months when there is no regular business meetings scheduled to conduct necessary club business. During the months when regular business meetings are scheduled, the Executive Board will meet when needed as determined by the President and/or the membership.

The Club President shall call a meeting of the Executive Board and Executive Committee when deemed necessary to resolve vital issues pertaining to the club. This meeting can be called anywhere in the United States or abroad. If a meeting is called, attendance of the members of the Executive Board and Executive Committee is mandatory. Refusal of a Board or Executive Committee members to participate in said meeting after proper/timely notification may lead to removal from office. (See Article IV, Section III (c)).

Section IV           The Club shall have the following Standing Committee:

- |                    |                                 |
|--------------------|---------------------------------|
| 1. Membership      | 7. Social Activity              |
| 2. Trip            | 8. Hospitality (special events) |
| 3. Parliamentarian | 9. Public Relations             |
| 4. Fundraising     | 10. Newsletter                  |
| 5. Historical      | 11. Webmaster                   |
| 6. Youth           | 12. Safety ski/sports           |

All Committee Chairpersons, except the Trip Chairperson, shall be appointed by the President.

All Committee Chairpersons are members of the Executive Committee.

**ARTICLE VI  
Meetings**

- Section I Regular business meetings shall be held within 90 days after the beginning of the fiscal year as established in the By-Laws, and continue on a monthly basis until the end of the fiscal year.
- Section II Special meetings may be called by the Executive Board or upon petition of 35 percent of the full membership. All members of the Club must be notified of the date, location and time of the Special Meeting. It shall be the duty of those calling the Social Meeting (with the assistance of the Correspondence Secretary) to notify the membership.
- Section III A quorum is required to conduct an official meeting. A quorum is defined as any three elected officers and 15 percent of the membership.

**ARTICLE VII  
Compensation**

- Section I The President of the Miami International Athletic Ski and Sports Club Incorporated or designee shall be the official delegate at all Regional and National meeting and shall be reimbursed full compensation for all travel expenses incurred including airfare, hotel, and ground transportation.
- Section II No officer, committee chairperson, or member shall have the authority to incur debt on behalf of the M.I.A. Ski and Sports Club without first obtaining an affirmative vote of the Executive Board. Any such debt shall be reimbursed upon the approval of the board with official receipts.

**ARTICLE VIII  
Responsibility**

- Section I When any member defaults in payment(s) to the Club for a period of 30 days from beginning of the period for which such payment(s) becomes due, membership in the club may be terminated by the Executive Board.
- Section II The Miami International Athletic Ski and Sports Club Incorporated act only as an agent for the various transportations, lodging and service companies used. The Miami International Athletic Ski and Sports Club Incorporated assume no responsibility of liability in connection with the service of any train, vessel,

carriage, aircraft, motorcar, or other conveyance, or any hotel, or lodging facility, which may be used either wholly or in part, in the performance of its duties to the passengers or lodgers. Neither will the Miami International Athletic Ski and Sports Club Incorporated be responsible for an act, error, or omission or for any personal injury, damage, loss, accident, delay, irregularity or inconvenience which may be occasioned by reason of any default of any company or person engaged in conveying the passenger, or for any lodging proprietor, or lodging service, or for any other person engaged in carrying out the purpose for which tickets or vouchers are issued, whether negligent or not.

Section III

The Miami International Athletic Ski and Sports Club Incorporated shall not assume liability for any loss or expense incurred by anyone due to a change in or cancellation, of any events sponsored by or advertised through said organization. When an individual books transportation, lodging or any other arrangements, they do so at their own risk even when the arrangements have been advertised, handled or otherwise offered through the Miami International Athletic Ski and Sports Club Incorporated.

**ARTICLE IX  
Amendment of the Bylaws**

- a. These by-laws may be amended by a majority vote of active members eligible to vote present at any membership meeting of the ski and sports club, duly-called and held, provided that written notice of such proposed changes shall have been mailed to all such members not less than 30 days prior to the date of such meeting.
- b. Proposed amendments must be submitted in writing by a member in good standing (Article III, Section V) to the Recording Secretary at the first meeting in March. Also, at the first meeting in March, the Recording Secretary will read the proposed amendments and direct the Corresponding Secretary to send a copy of the proposed amendments to all members forthwith.
- c. Proposed amendments will be read in April, with a final reading in May for an adoption of by-laws by a majority vote of active members present and/or by proxy.
- d. These by-laws may be amended at first business meeting in May of the current fiscal year by secret ballot.

**ARTICLE X**

**Parliamentary Authority**

Robert Rules of Order, Revised Edition, shall be the Parliamentary Authority for all matters or procedures not specifically covered by these by-laws.